

# **Exhibit A**

# Akin Gump

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October 27, 2022

VIA EMAIL

Chase Blackmon  
Chief Executive Officer  
Rhodium Enterprises, Inc.  
7546 Pebble Drive  
Fort Worth, TX 76118

Re: *In re: Celsius Network, LLC*, Case No. 22-10964 (MG) (Bankr. S.D.N.Y.)

Dear Mr. Blackmon:

We are Special Litigation Counsel to Celsius Core LLC (“Celsius”) in connection with the referenced bankruptcy cases, and write with respect to Rhodium Enterprises, Inc.’s (“Rhodium”) recently announced plan of merger (“Merger”) with SilverSun Technologies, Inc. (“SilverSun”), as described in the SilverSun Form 8-K dated September 29, 2022 (the “8-K”).

We write to notify you that the treatment of Celsius contemplated in Section 1.01(viii) of the 8-K is not consistent with Celsius’ rights under the June 2, 2021 Simple Agreement for Future Equity (“SAFE” or “Agreement”)<sup>1</sup> between Celsius and Rhodium, and to request additional information concerning that proposed treatment and the Merger. Apparently the Merger parties have concluded that the Merger qualifies as a Liquidity Event within the meaning of the SAFE. See Sept. 29, 2022 Merger Agreement and Plan of Merger (the “Merger Agreement”) attached to the 8-K as Ex. 2.1, § 2.05(b). For purposes of this letter only Celsius takes no position on that question, but notes that the treatment of Celsius contemplated in the 8-K and the Merger Agreement would breach the SAFE no matter what category of transaction the Merger parties believe they have designed. According to the 8-K, upon conversion as a result of the Merger, the holders of Rhodium SAFEs will receive consideration in the form of SilverSun Class A common stock based on certain agreed pro forma valuations. But that does not comport with the plain language of the SAFE. Pursuant to Section 1 of the Agreement, (a) in the event of an Equity Financing or Listing Event, Celsius is entitled to a number of Conversion Shares equal to the Purchase Amount divided by the Discount Price or (b) in the event of a Liquidity Event, Celsius is entitled to the “Cash-Out Amount,” which is \$50 million in cash. The 8-K and the

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<sup>1</sup> All capitalized terms used but not defined herein shall have the meaning set forth in the SAFE.

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Merger Agreement contemplate neither of these options for Celsius, and therefore violate the terms of the SAFE.

In connection with Celsius' review of Celsius' rights under the SAFE, we ask that you please provide documents and information concerning or relating to the planned Merger and SAFE, including the following:

- Copies of all transaction documents associated with the Merger (to the extent not available in public filings);
- All documents and information concerning or relating to any valuation of Rhodium and/or SilverSun, including in connection with the Merger, and including any reports, presentations or other analyses prepared by the parties or their financial advisors concerning the value of Rhodium and/or SilverSun;
- Documents and information sufficient to identify any financial or other diligence Rhodium performed with respect to SilverSun, its business, its suitability as a merger partner, the rationale for the proposed distribution and dividend to SilverSun's legacy shareholders, and any potential or anticipated benefits to Rhodium expected to result from the merger;
- Documents sufficient to identify the relative rights of SilverSun Class A common stock and SilverSun Class B common stock;
- In connection with Rhodium's characterization of the planned Merger as a Liquidity Event, please provide a detailed, written explanation regarding
  - (i) why the SAFE consideration is not being provided in cash in accordance with Section 1(b)(i) of the Agreement (the "Cash-Out Amount"); and
  - (ii) whether any of Rhodium's securityholders (regardless of class) will be given a choice as to the form and amount of consideration to be received in connection with the Merger, and if so, the choices being provided to such securityholders.
- Documents and information concerning or relating to any transactions or other alternatives to the Merger explored or considered by Rhodium from June 2, 2021 to the present.



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Please confirm in writing on or before October 28, 2022 at 5:00 p.m. Eastern Time that you will provide Celsius with the requested information by no later than November 4, 2022 at 5:00 p.m. Eastern Time. Should you refuse to comply with these reasonable requests for necessary information in connection with Celsius' evaluation of its rights with respect to the planned Merger, Celsius reserves its right to seek this information through a Bankruptcy Rule 2004 examination.

Nothing contained herein is intended, nor should be construed, as a waiver of Celsius' legal or equitable rights, remedies, claims, and defenses, all of which are expressly reserved.

Sincerely,

*/s/ Mitchell P. Hurley*

Mitchell P. Hurley